## EXHIBIT B

## AFFIDAVIT OF JOSEPH BOYLE

Joseph Boyle, being duly sworn, deposes and says:

- 1. I have been the Chief Financial Officer of American Regent, Inc. (formerly known as Luitpold Pharmaceuticals, Inc.) since February 21, 2017, the company's Treasurer since June 1, 2017, and a member of the company's Board of Directors since June 5, 2017.
- 2. Luitpold Pharmaceuticals, Inc. ("Luitpold") was a corporation organized under the laws of the state of New York, with its principal place of business in Shirley, New York. Luitpold developed, manufactured, distributed, and sold injectable pharmaceutical products for humans and for animals. The company formerly known as American Regent, Inc. was a wholly owned subsidiary of Luitpold organized under the laws of the State of New York, with its principal place of business in Shirley, New York. The American Regent, Inc. subsidiary of Luitpold was responsible for all commercial aspects of the human-health pharmaceutical products of Luitpold.
- 3. To streamline its business, on December 31, 2018, Luitpold merged its subsidiaries, including the former American Regent, Inc. and a subsidiary based in Ohio, PharmaForce, Inc., into itself. On January 2, 2019, the surviving entity, Luitpold, was renamed American Regent, Inc. since that was the customer-facing corporate brand name. (Hereinafter, the company referred to as "American Regent" or "Company" is the entity formerly known as Luitpold.)
- 4. In addition to its headquarters in Shirley, New York, American Regent also maintains locations in Ohio, as well as a smaller location in Norristown, Pennsylvania. American Regent never maintained its principal place of business anywhere other than Shirley, New York.
- 5. For more than twenty-five years, American Regent has employed hundreds of employees, the majority of whom have worked out of the Company's headquarters in Shirley, New York. The Chief Executive Officer & President, as well as the majority of executives, have worked out of the Shirley, New York headquarters throughout this time period.
- 6. Direction, control, coordination, and strategic decision-making activities concerning the Company's products are based out of the New York headquarters, where functions such as Commercial Operations, Finance, Medical Affairs, Information Technology, and Legal are based. Although there are a number of personnel in the Manufacturing, Quality, and Human Resources functions in the Company's Ohio locations, those functions are run primarily out of New York, and the majority of employees in each function are located in Shirley, New York. Clinical and pharmacovigilance activities take place in Pennsylvania; however, all such activity is reported to headquarters in Shirley, New York, where ultimate decision-making authority resides.

//

//

## Case 2:19-cv-00276-WB Document 1-2 Filed 01/18/19 Page 3 of 3

7. The corporate officers of American Regent, including the Chief Executive Officer & President, the Treasurer, and the Corporate Secretary work out of the Company's headquarters in Shirley, New York, as do all members of the Company's Board of Directors.

FURTHER AFFIANT SAYETH NAUGHT

Dated: 1/17/19

SWORN TO and subscribed in my presence this 1774 January, 2019.

Sworn to and subscribed before me this

NOTARY PUBLIC

PAMELA HERFORTH NOTARY PUBLIC OF NEW JERSEY Comm. # 50058014 My Commission Expires 4/5/2022